



VTTL/SEC/SH/2019

March 25th, 2019

The General Manager – Listing,
National Stock Exchange of India Ltd
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E), MUMBAI – 400 051
Tel No- 022-26598235

The Manager Listing,
Bombay Stock Exchange Ltd.,
Floor 25, P.J. Towers,
Dalal Street,
MUMBAI – 400 001
Ph-022-22721234.

Dear Sir/Madam,

Subject: Submission of results of voting by Postal Ballot as per regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated February 21st, 2019, we wish to inform you that the members of the Company have approved, by way of voting done by Postal Ballot and e-voting, all the resolutions proposed in the Postal Ballot Notice dated February 8th, 2019 with requisite majority.

The details of the voting results are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A certified copy of the Scrutinizer Report is also attached.

You are requested to take the above information on record and acknowledge.

Thank you,

Yours truly,
for V.S.T. Tillers Tractors Ltd.,


Chinmaya Khatua
Company Secretary

Encl: a.a.



V.S.T. TILLERS TRACTORS LTD.



Regd. Office : Plot No.1, Dyavasandra Indl. Layout, Whitefield Road, Bengaluru - 560048, Karnataka, India.

Phone: 91-80-67141111, Toll Free:18004190136, E-mail: vstgen@vsttillers.com, www.vsttillers.com

CIN: L34101KA1967PLC001706



<http://bit.ly/VSTVideos>



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[/company/vst-tillers](https://www.linkedin.com/company/vst-tillers)

General information about company	
Scrip code	531266
NSE Symbol	VSTTILLERS
MSEI Symbol	N.A.
ISIN	INE764D01017
Name of the company	V.S.T. TILLERS TRACTORS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	25-03-2019

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Scrutinizer Details	
Name of the Scrutinizer	THIRUPAL GORIGE
Firms Name	M/S THIRUPAL GORIGE & ASSOCIATES LLP
Qualification	CS
Membership Number	6680
Date of Board Meeting in which appointed	08-02-2019
Date of Issuance of Report to the company	25-03-2019

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Voting results	
Record date	15-02-2019
Total number of shareholders on record date	16952
No. of shareholders present in the meeting either in person or	
a) Promoters and Promoter group	27
b) Public	149
No. of shareholders attended the meeting through video	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of directorship of Mr. Vellore Krishnamoorthy Surendra (DIN: 00459069), non-executive director who has attained the age above 75 years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
Public- Institutions	E-Voting	1722331	996687	57.8685	996687	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1722331	996687	57.8685	996687	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2225112	4054	0.1822	3550	504	87.5678	12.4322
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		31814	1.4298	29476	2338	92.6510	7.3490
	Total	2225112	35868	1.6120	33026	2842	92.0765	7.9235
Total		8639528	5471515	63.3312	5468673	2842	99.9481	0.0519
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	230



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Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of directorship of Mr. Ramanatha Subramanian (DIN: 00357153), non-executive independent director who has attained the age above 75 years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		4438960	94.6053	4438960	0	100.0000	0.0000
	Poll	4692085	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
Public- Institutions	E-Voting		951527	55.2465	943527	8000	99.1592	0.8408
	Poll	1722331	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1722331	951527	55.2465	943527	8000	99.1592	0.8408
Public- Non Institutions	E-Voting		4054	0.1822	3550	504	87.5678	12.4322
	Poll	2225112	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		31814	1.4298	29202	2612	91.7898	8.2102
	Total	2225112	35868	1.6120	32752	3116	91.3126	8.6874
Total		8639528	5426355	62.8085	5415239	11116	99.7951	0.2049
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	230



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Bijanki Jagannath (DIN: 00396161) as Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
Public- Institutions	E-Voting	1722331	951527	55.2465	943527	8000	99.1592	0.8408
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1722331	951527	55.2465	943527	8000	99.1592	0.8408
Public- Non Institutions	E-Voting	2225112	4054	0.1822	3610	444	89.0479	10.9521
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		31814	1.4298	31166	648	97.9632	2.0368
	Total	2225112	35868	1.6120	34776	1092	96.9555	3.0445
Total	Total	8639528	5426355	62.8085	5417263	9092	99.8324	0.1676
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	230

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Bijanki Jagannath (DIN: 00396161) as non-executive Independent Director who has attained the age of 75 years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
Public- Institutions	E-Voting	1722331	951527	55.2465	943527	8000	99.1592	0.8408
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1722331	951527	55.2465	943527	8000	99.1592	0.8408
Public- Non Institutions	E-Voting	2225112	4054	0.1822	3745	309	92.3779	7.6221
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		31814	1.4298	29202	2612	91.7898	8.2102
	Total	2225112	35868	1.6120	32947	2921	91.8563	8.1437
Total		8639528	5426355	62.8085	5415434	10921	99.7987	0.2013
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	230

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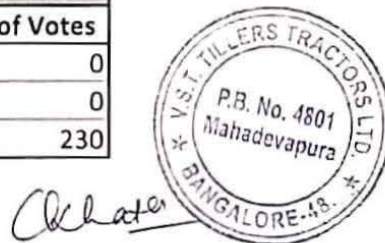


Resolution (5)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Mahendra Vellore Padmanabhan (DIN: 00033270), as Vice Chairman & Managing Director for a period of Two years with effect from 20th February, 2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4692085	4438960	94.6053	4438960	0	100.0000	0.0000
Public- Institutions	E-Voting	1722331	1223284	71.0249	1223284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1722331	1223284	71.0249	1223284	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2225112	4054	0.1822	3855	199	95.0913	4.9087
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		31814	1.4298	31316	498	98.4347	1.5653
	Total	2225112	35868	1.6120	35171	697	98.0568	1.9432
Total	Total	8639528	5698112	65.9540	5697415	697	99.9878	0.0122
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	230



Scrutinizer Report

The Chairman
VST TILLERS TRACTORS LIMITED
Dyavasandra Indl. Layout Whitefield Road,
Mahadevapura Post, Bangalore Karnataka
560048 India

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot and e-voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and administration) Rules, 2014

1. I, Thirupal Gorige, Practising Company Secretary, Partner M/s .Thirupal Gorige & Associates LLP Bengaluru was appointed as scrutinizer of the VST TILLERS TRACTORS LIMITED (the Company) pursuant to section 110 of the Companies Act, 2013 (The Act) read with Rule 22 of the Companies (Management and administration) Rules, 2014 and rule 20 of the Companies (Management and administration) Rules, 2014 for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot out as per the provisions of the Act.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the rules relating to e-voting and postal ballot on the resolution contained in the notice of the postal ballot and e-voting dated 8th February, 2019. My responsibility as a scrutinizer for the voting process through electronic means and postal ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated for the e-voting system of Central Depository Services Limited ("CDSL") and for voting received through postal ballot as provided by M/s Integrated Enterprises (India) Limited, Bangalore, the agencies engaged by the Company for providing e-voting/ postal ballot facilities.
3. I submit my report as under:
 - (a) The Company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage pre-paid self address envelope and postal ballot (containing e-voting instructions) via electronic mode by notice dated 8th February, 2019 to its members whose name (s) appeared on the register of Members / list of beneficiaries as on 15th February, 2019.



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- (b) The postal ballot forms were kept under our safe custody in sealed and tempered proof ballot boxes.
- (c) The Postal ballot boxes were opened on Saturday, 23rd day of March 2019 in our presence.
- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all postal ballots forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5.00 P.M on Saturday, 23rd day of March 2019, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5.00 P.M. IST on Saturday, 23rd day of March 2019, if any, were not considered for our scrutiny.
- (h) We did not find any de-faced Ballot Paper.
- (i) Members were provided the opportunity to cast their vote (s) through Electronic Voting system in terms of platform as provided by CDSL e - voting system (<https://www.evotingindia.com>)
- (j) The e-voting period remained open from 9.00 A.M. IST on Friday, the 22nd day of February 2019 up to 5.00 P.M. IST on, 23rd day of March 2019.
- (k) The Shareholders holding shares either in physical form or in dematerialized form as on the cut off date i.e. 15th February, 2019 were entitled to vote on the proposed resolution as set out in the notice of Postal Ballot and e-voting dated 8th February, 2019.
- (l) The result of electronic voting was downloaded on Monday, March 25, 2019 from CDSL Website providing the platform for e-voting system (<https://www.evotingindia.com>) and were unblocked in presence of two witness namely Ms. Rajeswari J Pai resident of #8, 7th Main, 17th Cross, BTM 2nd Stage, Bengaluru -560076 and Ms. Della Santhosh T resident of #8, 7th Main, 17th Cross, BTM 2nd Stage, Bangalore-560076 who are not in the employment of the Company.



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- (m) The Consolidated summary of the votes casted [aggregate of physical and electronic voting system (EVEN: 190215013)] is as follows:

A. Special Business

1) Resolution No.1.(Special Resolution)

(a) To consider Continuation of directorship of Mr. Vellore Krishnamoorthy Surendra (DIN: 00459069), non-executive director who has attained the age above 75 years.

(i) Voted in favour of the resolution:

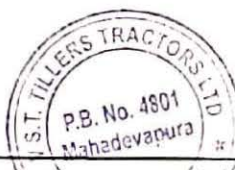
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	78	5439197	
Voting by ballot paper	84	29476	
Total	162	5468673	99.94

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	504	
Voting by ballot paper	11	2338	
Total	23	2842	0.05

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
2	230



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2) Resolution No. 2 - (Special Resolution)

Continuation of directorship of Mr. Ramanatha Subramanian (DIN: 00357153), non-executive independent director who has attained the age above 75 years.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	74	5386037	
Voting by ballot paper	82	29202	
Total	156	5415239	99.79

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	8504	
Voting by ballot paper	13	2612	
Total	26	11116	0.20

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
2	230

3) Resolution No. 3 - (Ordinary Resolution)

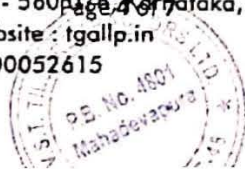
Appointment of Mr. Bijanki Jagannath (DIN: 00396161) as Director.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	78	5386097	
Voting by ballot paper	87	31166	
Total	165	5417263	99.83



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5) Resolution No.5 (Special Resolution)

Re-appointment of Mr. Mahendra Vellore Padmanaban (DIN: 00033270),
as Vice Chairman and Managing Director for a period of Two years with
effect from 20th February, 2019.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	88	5666099	
Voting by ballot paper	88	31316	
Total	176	5697415	99.98

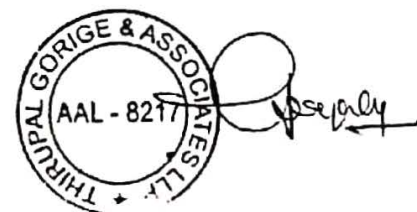
(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	199	
Voting by ballot paper	7	498	
Total	11	697	0.01

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
2	230

- The proposed resolutions have therefore been approved by the shareholders of the Company with requisite majority.
- You may accordingly declare the result of e-voting and postal ballot.



(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	8444	
Voting by ballot paper	8	648	
Total	17	9092	0.17

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
2	230

4) Resolution No. 4 (Special Resolution)

Appointment of Mr. Bijanki Jagannath (DIN: 00396161) as non-executive Independent director who has attained the age of 75 years.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	75	5386232	
Voting by ballot paper	82	29202	
Total	157	5415434	99.79

(ii) Voted against the resolution:


Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	8309	
Voting by ballot paper	13	2612	
Total	25	10921	0.20

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
2	230

6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and sign the minutes of postal ballot and e-voting.


Thanking you,
Yours Faithfully



Thirupal Gorige
Practicing Company Secretary
FCS 6680, CP No. 6424



Place: Bangalore
Dated: 25th March 2019

Witness:


1. Rajeswari J Pai
#8, 7th Main, 17th Cross, BTM 2nd Stage,
Bangalore-560076


2. Della Santhosh T
#8, 7th Main, 17th Cross, BTM 2nd Stage,
Bangalore-560076

Received the report of the Scrutinizer
For VST TILLERS TRACTORS LIMITED

For V.S.T. TILLERS TRACTORS LIMITED


CHINMAYA KHATUA
COMPANY SECRETARY